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CERTIFICATE OF INCORPORATION
OF
BROWN & ROOT CORPORATION

FILED

SEP 7 1989

John H.
CLERK OF STATE

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FIRST The name of the corporation is Brown & Root Corporation

SECOND The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company

THIRD The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware

FOURTH The total number of shares of all classes of stock which the corporation shall have authority to issue is one thousand (1,000) shares of common stock and the par value of each share is one dollar (\$1.00)

FIFTH The name of the incorporator is Peter W. Arbour and his mailing address is c/o Brown & Root, Inc., 4100 Clinton Drive, Houston, Texas 77001

SIXTH The names and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is as follows

<u>NAME</u>	<u>ADDRESS</u>
T. L. Austin, Jr	4100 Clinton Drive Houston Texas 77020
T. E. Knight	4100 Clinton Drive, Houston, Texas 77020
W. B. Pieper	4100 Clinton Drive, Houston Texas 77020

The number of directors of the corporation shall be as specified in, or determined in the manner provided in, the bylaws. Election of directors need not be by written ballot.



Sited	<i>Rosemary</i>
ID #	<i>1. 02980686281</i>
Break	<i>11-11</i>
Other	<i>10/7/1989</i>

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SEVENTH The corporation is to have perpetual existence


EIGHTH In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt amend or repeal the bylaws of the corporation

NINTH To the full extent that the Delaware General Corporations Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for conduct as a Director Any amendment to or repeal of this Article NINTH shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal

TENTH The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person

ELEVENTH The corporation shall have the right to amend the certificate of incorporation or any provision thereof in any manner now or hereafter provided by statute, and all rights conferred upon stockholders herein are subject to this reservation

I the undersigned being the incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring that this is my act and deed and that the facts herein stated are true and accordingly, have hereunto set my hand this 5th day of September, 1989


Peter W Arbour